

Meeting: Management Board **Date:** 06/11/17

Agenda Item: 6 **Time:** 10 minutes

Proactive Publication: Yes **Internal Publication:** Yes

Communications options:
Key messages / SLT extra / Blog / external communications

Presenter: Paul Arnold

Topic: Board performance review process

Issue: The Board performance review process is brought to the Board for approval.

Background:

Following feedback from Non-executive Directors at the last Board meeting Michael Collins has discussed the proposed policy with the Non-Executive Directors and the attached process has been agreed.

The process is being brought to the Board now for formal approval.

Board Performance Review Process

1.0 Introduction

- 1.1 An important element of the governance procedures of the ICO is the review of the performance of the Management Board ('the Board') and its members.
- 1.2 This process describes the mechanisms by which Board members will give and receive feedback about their contribution to the ICO and its Board. It also describes how the Board, as a group, assesses the impact that it has made to the ICO's performance, governance and development.

2.0 Executive Performance

- 2.1 Executive members of the Board are subject to the ICO's Performance and Development Review (PDR) process and Performance Management procedures.
- 2.2 PDRs are conducted by the Commissioner with 1-1 review meetings taking place throughout the year. A performance rating will be assigned to each Executive at the review meeting held at year end. Review meetings will also be used to establish Executive objectives.
- 2.3 When evaluating Executive performance, the Commissioner will consider feedback obtained from various sources including Non-Executives who are particularly well placed to observe and comment upon the Executive contribution to the ICO and its Board.
- 2.4 As part of this process, the Executives will provide the Commissioner with feedback which supports the development of the governance and performance of the organisation, including Board performance.

3.0 Non-Executive review

- 3.1 Non-Executives are expected to provide the Commissioner with feedback which supports the development of the governance and performance of the organisation. Non-Executives can do this within Board meetings and outside formal governance meeting structures

by providing a sounding board for the Commissioner on a range of matters, including Board performance.

- 3.2 The Commissioner will provide feedback to each Non-Executive regarding her perception of their individual contribution to the Board and the governance of the ICO.
- 3.3 This will be done informally on a continual basis and will be supplemented with a formal annual meeting with between the Commissioner and each Non-Executive.
- 3.4 The Commissioner will endeavour to hold a review meeting with a different Non-Executive before or after the Board meeting each quarter. If that is not feasible, a suitable alternative time will be arranged. This cycle of meetings is intended to provide a continuum of feedback for Non-Executives as well as supporting the logistics of timetabling meetings.
- 3.5 Reviews will provide an opportunity for Non-Executives to reflect upon their own performance and contribution to the ICO.
- 3.6 The review will also provide an opportunity for the Commissioner to consider each Non-Executive's performance and contribution to the ICO and feedback to the individual accordingly.
- 3.7 The Commissioner's review may include:
 - Strengths, approach and behaviours brought to the Management Board, other committees and other Non-Executive activities;
 - The value of the Non-Executive's contribution to the ICO both within and outside the formal governance structures of the ICO;
 - The Non-Executive's understanding of, and contribution to, the ICO's purpose, operations, governance and strategy;
 - Demonstration of the Seven Principles of Public Life (the 'Nolan Principles' of integrity; objectivity; accountability; openness; honesty and leadership); and
 - Any other relevant matters.
- 3.8 The review will be summarised using the template at Appendix 1 and retained by the Commissioner's Private Office for the period of the Non-Executive's tenure.

4.0 Commissioner review

- 4.1 As a Corporation Sole, the Commissioner reports to Parliament. There is not an appointed Chair, or equivalent role, to which she reports or receives formal assessment of her performance.

4.2 The Commissioner does receive feedback about her performance, and that of the ICO, from a variety of sources. This includes both Executive and Non-Executive members of the Board who feedback informally on a continual basis. The Commissioner may also seek to arrange formal meetings to discuss her performance if desired.

5.0 Assessment of Board Performance

5.1 It is essential that the Board reflects upon its effectiveness, achievements and areas for development. As well as the individual reviews described above, the Board must consider their combined effectiveness on an on-going basis.

5.2 As part of the formal governance process, an agenda item at the Board meeting held each Spring will be dedicated to an assessment of the Board's performance and achievements in the previous year. This will also provide the opportunity for a forward look to identify potential Board objectives for the coming year and areas of Board development which need to be addressed.

5.3 The discussion will be formally minuted as part of the Board meeting.

5.4 Information about Executive and Non-Executive attendance at Board meetings and other governance Committees will be collated by the Private Office and will be published as part of the ICO's Annual Report.

Annual Review (NED)

Name of Non-Executive	
Date of review meeting	

The Commissioner will provide feedback regarding the NED's individual contribution to the ICO, but may wish to specifically include:

- Overall performance as a Non-executive Management Board Member
- Strengths, approaches and behaviour brought to the Management Board and other committees and areas for development.
- The added value of the NED's contribution to the ICO and its governance.
- Advice which is provided outside formal governance structures
- Understanding of the ICO's purpose, operations and governance.
- Contribution to the organisation's strategy.
- Interaction with Executives and other Non-Executives.
- Demonstration of the Seven Principles of Public Life (the 'Nolan Principles' of integrity; objectivity; accountability; openness; honesty and leadership).

The Non-Executive may prepare points for discussion before the meeting and send them through to the Commissioner in advance. Alternatively the points above can be used as a prompt for conversation with the Commissioner.

The box below will be used to summarise discussions (the box is expandable), and will be retained by the Commissioner's Private Office for the duration of the Non-Executive's tenure.